

MINUTES OF THE THIRTY-FIRST MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON APRIL 27, 2021

Pursuant to a notice and agenda dated April 18, 2021, a copy of which is annexed hereto, the thirty first (31st) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 10:00 a.m. on Tuesday, April 27, 2021 by videoconference.

The following members of the Committee were present:

Sherburne Abbott, Committee Chair

Charles Bell

Kate Fish

Jay Koh

Mark Willis

Also present were Doreen Harris, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; Jeffrey J. Pitkin, Treasurer; Peter Costello, General Counsel; Sara L. LeCain, Senior Counsel and Secretary to the Committee; various other staff of the Authority; and various members of the public by video.

Ms. Abbott called the meeting to order and noted the presence of a quorum. The meeting notice and agenda were forwarded to the Committee members on April 18, 2021 and to the press on April 19, 2021. Sara LeCain, the Committee’s Secretary conducted a roll call to confirm the attendance of the Committee.

Ms. Abbott indicated that the first item on the agenda concerned the approval of the minutes of the twenty ninth (30th) meeting of the Committee, held on June 22, 2020.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee members, the minutes of the thirtieth (30th) meeting of the Committee, held on June 22, 2020 were approved.

Ms. Abbott indicated that the next item on the agenda was the proposed revisions to the Authority's Conflict of Interest Policy. This item was presented by Peter Costello, the Authority's General Counsel.

Mr. Costello stated that under Section 2824(7) of the Public Authorities Law, the Members are required to periodically review and approve amendments to the Conflicts of Interest Policy for Board Members, a copy of which was included with the Member's materials.

The purpose of the Board Member Conflict of Interest Policy is to protect the Authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of the Authority. Members owe a duty of loyalty and care to the Authority and have a fiduciary responsibility to always serve the interests of the Authority above their own personal interests when conducting public business. As such, Members have the responsibility to disclose any conflict of interest, including any situation that may be perceived as a conflict of interest.

The proposed amendments to the Board Member Conflict of Interest Policy allow the Authority's Ethics Officer to be consulted on ethical matters in addition to the General Counsel, and otherwise consist of non-substantive ministerial or clarifying changes.

Whereafter, upon motion duly made and seconded, by voice vote of the Members present, the following resolution was approved.

Resolution

RESOLVED, that the Conflict of Interest Policy for Board Members as presented at this April 27th, 2021 meeting, is hereby recommended for approval by the Board.

Ms. Abbott indicated that the next item on the agenda concerned a general salary increase for the Officers. Ms. Abbott explained that the Public Authorities Law requires the Board to establish policies regarding compensation of the Authority's Officers and Article III, section 3 of the Authority's by-laws requires Board approval of Officers' compensation.

Ms. Abbott explained that historically, the Authority has provided its employees with the same salary increases that are provided to State Management/Confidential employees through State legislation, and as authorized by Budget Bulletins issued by the New York State Division of the Budget. The most recent New York State Budget as passed on April 7, 2021 authorized a general salary increase of 2% effective April 1, 2020 for State Management/Confidential and unrepresented Executive Branch employees, pursuant to approval and terms and conditions established by the Division of the Budget.

In June 2019, the Members approved this 2% increase for all Officers then in office as of April 1, 2020. The recently appointed President and CEO's compensation was set to align with the prior President and CEO's compensation, and had the Budget Bulletin been in place at the time of appointment the current President and CEO's salary would have reflected the increase. Accordingly, the proposed resolution would authorize a 2% increase retroactive to April 7, 2021 for the President and CEO. It would further authorize similar general salary increases going forward as may be authorized for State Management/Confidential employees by the New York State Division of the Budget from time to time.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was recommended for approval.

Resolution

RESOLVED, that the proposed 2% salary increase retroactive to April 7, 2021 payable to the President and CEO consistent with terms and conditions as may be authorized for State Management/Confidential employees by the New York State Division of the Budget, are hereby recommended for approval by the Board; and

BE IT FURTHER RESOLVED, it is hereby recommended for approval by the Board that any Authority Officer shall be entitled to receive periodic future

salary increases consistent with terms and conditions as may be authorized from time to time for State Management/Confidential employees by the New York State Division of the Budget.

Ms. Abbott indicated the next item on the agenda concerned a resolution to convene in private session. Section 108 of the Public Officers Law authorizes the Members to convene in private session in order to review a matter made confidential by State law. Section 2800 of the Public Authorities Law requires that the Authority conduct an Annual Confidential Board Member Performance Evaluation. Since the law states the Annual Board Member Performance Evaluation is confidential, it may be discussed by Members in private session.

Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was approved.

Resolution

RESOLVED, that pursuant to Section 108 of the Public Officers Law and Section 2800 of the Public Authorities Law, the Members of the Governance Committee shall convene in private session on April 27, 2021 for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority.

The Members then convened in private session.

Ms. Abbott reconvened the meeting in open session and noted that no formal action was taken during the private session.

Ms. Abbott indicated that the next item on the agenda was the approval of the Annual Confidential Board Member Performance Evaluation.

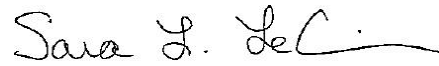
Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was recommended for approval.

Resolution

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this April 27, 2021 meeting is hereby recommended for approval by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

Ms. Abbott indicated that the final item on the agenda was other business. There being no other business, the meeting was adjourned.

Respectfully submitted,

A handwritten signature in black ink, reading "Sara L. LeCain". The signature is written in a cursive style with a long horizontal flourish at the end.

Sara L. LeCain
Secretary to the Committee